

ULTIMATE

# X-MEN

ISSUE  
**2**

THE ENEMY WITHIN



**MARVEL**  
COMICS



DIRECT EDITION



00211

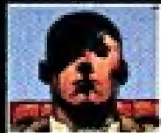
\$2.25 US \$3.50 CAN



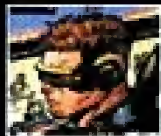


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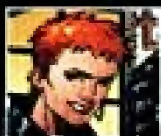
# X-MEN



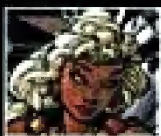
Professor X



Cyclops



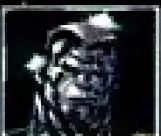
Marvel Girl



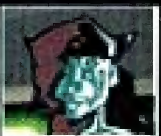
Storm



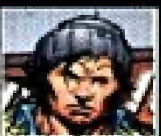
Beast



Colossus



Iceman

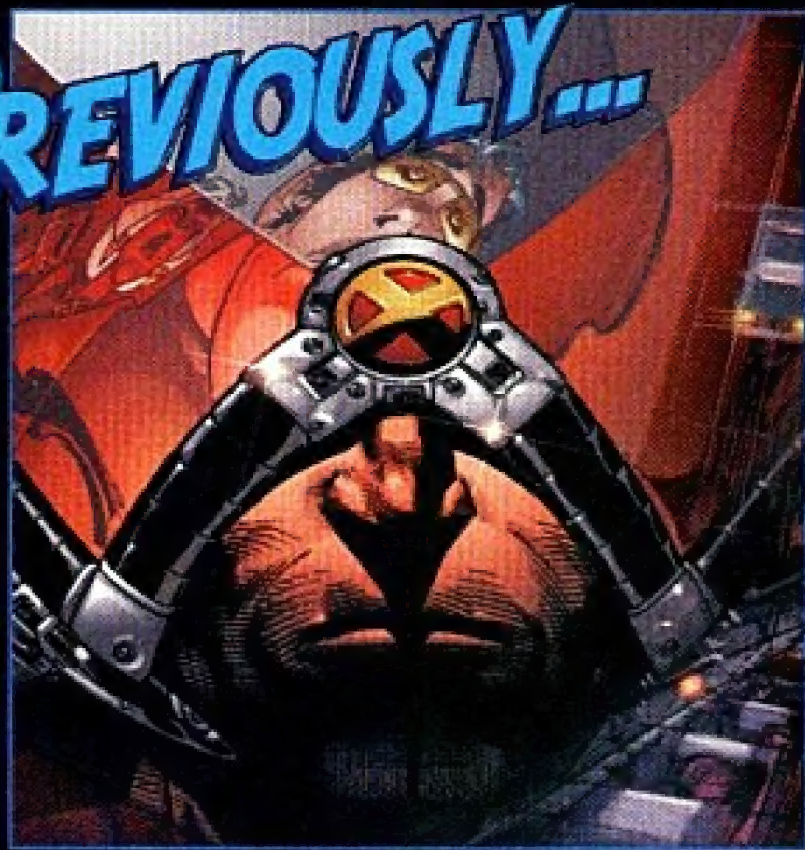


Wolverine



Previously

## PREVIOUSLY...



SOMETIMES IT'S DANGEROUS TO BE A LITTLE DIFFERENT.

ESPECIALLY IF YOU WAKE UP ONE DAY TO DISCOVER YOUR BODY HAS CHANGED, THAT SOMEHOW YOU POSSESS ABILITIES FAR BEYOND THOSE OF "NORMAL" PEOPLE. THIS IS THE FATE OF THOUSANDS OF TEENS ACROSS THE WORLD WHO HAVE BEEN BORN WITH THE "X-FACTOR" GENE.

AND WHILE THEY STRUGGLE WITH A FRIGHTENING CHANGE, THE VAST MAJORITY OF MANKIND FEARS THEIR VERY EXISTENCE. THE UNITED STATES GOVERNMENT, BELIEVING THESE SUPER-POWERED **MUTANTS** POSE A CLEAR AND PRESENT THREAT TO NATIONAL SECURITY, HAVE INITIATED THE **SENTINEL PROGRAM**--AN ARMY OF ENORMOUS ANDROIDS PROGRAMMED TO HUNT DOWN AND EXTERMINATE MUTANTS.

THIS IS THE WORLD IN WHICH **SCOTT SUMMERS**, **JEAN GREY**, **HANK MCCOY**, **ORORO MUNROE**, AND **PETER RASPUTIN** WERE LIVING--UNTIL THEY WERE TAKEN IN BY **CHARLES XAVIER**: CALLING HIMSELF "PROFESSOR X," THIS ENORMOUSLY POWERFUL TELEPATH HAS CREATED A SCHOOL IN WHICH YOUNG MUTANTS CAN LEARN ABOUT THEIR POWERS--AND, AS THE X-MEN, USE THEM TO AVERT THE GENETIC WAR THAT LOOMS ON THE HORIZON. ON THEIR FIRST MISSION, THEY SAVED RUNAWAY **BOBBY DRAKE** FROM A SENTINEL ATTACK.

BUT A NEW AND MUCH MORE DEADLY MUTANT IS ABOUT TO JOIN THEIR RANKS...





IMMIGRATION  
MISSING YOUR MUTANT  
GENE IS ONE THING, BUT  
HOW DOES A GUY WITH AN  
ADAMANTIUM SKELETON  
AVOID SETTING OFF EVERY  
METAL DETECTOR IN  
THE BUILDING?

THREE  
LITTLE WORDS,  
BUB.

**IMMIGRATION**



I CAN'T BELIEVE  
YOU JUST WALTZED  
THROUGH AIRPORT  
SECURITY  
LIKE THAT,  
WOLVERINE.



I'M A  
PROFESSIONAL







LOOK, WE RESPECT THE FACT THAT YOU LIKE TO WORK ALONE. MAGNETO JUST WANTED ME TO LET YOU KNOW THAT THE BROTHERHOOD OF MUTANTS' EAST COAST CELL IS READY AND PRIMED IF YOU NEED US.

FOR WHAT? DOING MY LAUNDRY?



THIS IS A PRETTY STRAIGHTFORWARD HIT, KID. FIND CHARLES XAVIER, INFILTRATE THE LITTLE TEAM HE'S PUTTING TOGETHER...

...AND THEN GUT THE SON OF A BITCH LIKE A TROUT.

I DON'T NEED A BUNCH OF LOW-GRADE AMATEUR TERRORISTS HANGING AROUND MAKING LIFE COMPLICATED.



FOOLING XAVIER'S GONNA BE TOUGHER THAN YOU THINK, MAN. I MEAN, HOW DO YOU GET CLOSE ENOUGH TO KILL A GUY WHO CAN READ YOUR THOUGHTS EASIER THAN THE FUNNY PAGES?

LIKE I SAID, SHORTSTUFF, I'M --

WHAT?



SOMETHING'S WRONG.








STAN LEE proudly presents:

# THE TOMORROW PEOPLE





PART

2  
OF  
6


MILLAR KUBERT THIBERT  
ISANOVE & WHITE COMICRAFT  
FRANCO POWERS  
QUESADA JEMAS

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DO YOU REALLY NEED TO CHECK THAT CLOAKING DEVICE WHILE WE'RE DOING THREE HUNDRED MILES AN HOUR, HENRY?

THERE ARE *OTHER* WAYS TO IMPRESS A GIRL, YOU KNOW.



C'MON, JEAN. HOW OFTEN DOES A GUY GET TO TINKER WITH A BILLION DOLLAR PIECE OF HARDWARE LIKE THE BLACKBIRD?

I'VE SPENT MY WHOLE LIFE FANTASIZING ABOUT A BUDGET WHICH COULD KEEP UP WITH MY IDEAS.

JUST WAIT 'TIL YOU SEE THE PLANS I'VE GOT FOR THAT TRAINING ROOM IN THE SCHOOL BASEMENT.



YOU BOYS AND YOUR LITTLE TOYS.

ONE OF THESE DAYS I'M GOING TO WALK INTO A ROOM AND CATCH YOU AND CYCLOPS TRADING POKEMON FIGURES.



WHAT'S THE STORY WITH YOU GUYS, ANYWAY? STORM RECKONS SHE HEARD CYCLOPS SNEAKING INTO YOUR ROOM THE OTHER NIGHT.

WELL, I GUESS SHE NEEDS TO GET HER EARS TESTED, HENRY.

POOR SCOTT'S SPENT THE LAST YEAR AND A HALF TRYING TO PLUCK UP THE COURAGE TO ASK ME OUT TO A MOVIE.





YOU MEAN THE  
GUY WHO CAN LOBOTOMIZE  
A SENTINEL *SINGLE-HANDEDLY*  
FUMBLE HIS LINES IN THE  
PRESENCE OF A SKINNY LITTLE  
SEVENTEEN-YEAR-OLD  
**REDHEAD?**

OH, AND  
YOU'RE  
CASANOVA  
ALL OF A  
SUDDEN?

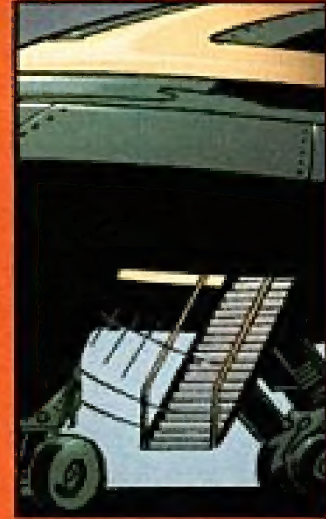
"HOW COULD A BEAUTIFUL, UPTOWN GIRL  
LIKE STORM EVER LOVE A MAN WHO  
BUTTERS HIS TOAST WITH HIS FEET  
IN THE MORNING?"

"IF ONLY SHE'D  
ASK TO DO WASHING-UP DUTY  
WITH ME INSTEAD OF THAT BIG,  
TRACTOR-LOVING COMMUNIST  
**COLOSSUS.**"

VERY  
FUNNY.




ISNT THERE SOME KIND OF  
HOUSE RULE AGAINST THE SCHOOL  
PSYCHIC EAVESDROPPING ON  
PRIVATE THOUGHTS?




YOU DONT NEED TO  
PEEK INSIDE SOMEONE'S  
HEAD TO SEE THEIR  
TONGUE HANGING OUT.  
HENRY MCCON.






PROFESSOR X  
TO ALL STUDENTS  
SORRY TO INTERRUPT  
ANY OF THE DECADENT  
FANTASIES I'M GETTING  
FEEDBACK ON HERE, BUT  
CEREBRO JUST LOCATED  
ANOTHER MUTANT IN THE  
NEW YORK AREA.

YOUR PRESENCE  
IS REQUIRED IN THE  
SCHOOL VIEWING ROOM  
IMMEDIATELY.



IS IT MAGNETO,  
PROFESSOR? DO YOU  
THINK HE'S FINALLY  
FIGURED OUT WHERE  
YOU'VE SET UP THE RIVAL  
OPERATION?


UNLIKELY.  
CONSIDERING THIS  
GENTLEMAN WAS JUST  
CAPTURED BY THE  
AUTHORITIES, COLOSSUS  
MAGNETO WOULD HAVE  
LEVELLED HALF THE  
CITY BEFORE THEY  
MANAGED TO BRING  
HIM DOWN.



ACCORDING  
TO SATELLITE  
PICTURES, OUR  
FRIEND IS BEING  
TRANSPORTED VIA  
MILITARY CONVOY  
TO CANADA AT  
THE MOMENT.

I WANT YOU  
TO INTERCEPT  
THIS CONVOY WITH  
MINIMUM FORCE  
AND BRING HIM BACK  
HERE FOR HIS OWN  
SAFETY.

SOUNDS  
SIMPLE ENOUGH.  
ANY IDEA WHO  
HE IS?



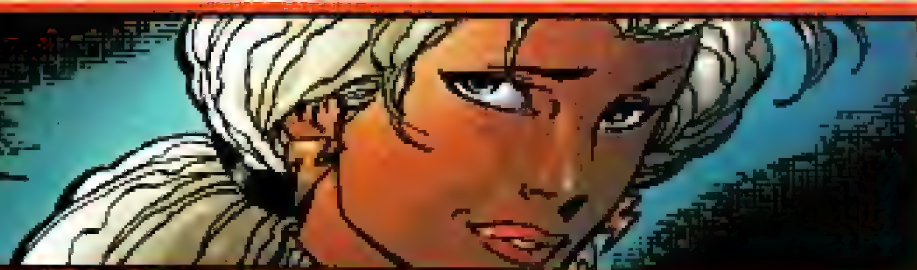
IT'S HARD  
TO TELL. I'M  
AFRAID. THERE ARE  
SO MANY MEMORY  
IMPLANTS IN HIS HEAD  
IT'S IMPOSSIBLE TO BE  
SURE. BUT I SUSPECT  
WE'RE DEALING WITH  
WOLVERINE HERE.  
CYCLOPS.

WHAT?

TELL US YOU'RE  
JERKING OUR CHAIN,  
PROFESSOR.



UH, WOULD SOMEBODY MIND EXPLAINING TO US **NEWBIES** WHO WOLVERINE ACTUALLY IS SO WE CAN ALL PEE OUR PANTS TOO?



ALL WE REALLY KNOW ABOUT HIM IS THAT HE WAS PART OF SOME BLACK OPS UNIT IN THE DAYS WHEN THE PENTAGON JUST **EXPLOITED** MUTANTS AS OPPOSED TO ROUTINELY **EXECUTING** US.

RUMOR HAS IT HE **ESCAPED** EIGHTEEN MONTHS AGO AND NOBODY'S SEEN HIM SINCE. I GUESS THIS MEANS HIS FORMER MASTERS HAVE FINALLY **CAUGHT UP** WITH HIM.

WOLVERINE IS THE MOST DANGEROUS KILLER IN THE WORLD, STORM.

THE ONLY PROOF HE EVEN **EXISTS** IS A BLURRED PICTURE TAKEN DURING THE GULF WAR.



THIS IS GOING TO BE A DANGEROUS OPERATION, **ICEMAN**.

YOU'VE ONLY BEEN WITH US FOR A COUPLE OF WEEKS, SO NOBODY'S GOING TO HOLD IT **AGAINST** YOU IF YOU'D PREFER TO SIT THIS ONE OUT.



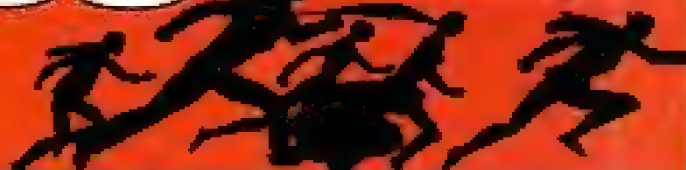
NO WAY, PROFESSOR.

YOU GUYS WERE THERE FOR ME WHEN THE SENTINELS TRIED TO FRY MY ASS BACK IN TIMES SQUARE, RIGHT?

IT'S ONLY FAIR I'M THERE FOR WOLVERINE.

GOOD ANSWER, **ICEMAN**.

LET'S **ROCK'N' ROLL**.





VS VRAITH  
NEW YORK

WELL,  
I GUESS ANY  
DOUBTS WE  
HAD ABOUT THE  
AUTHENTICITY OF  
THAT TIP-OFF CAN  
BE DISMISSED.  
WOLVERINE



THERE AIN'T  
MANY PEOPLE ON GOD'S  
GOOD EARTH WHO CAN TAKE A  
HUNDRED BULLETS IN THE RUMP  
AND WAKE UP WITH NOTHING  
WORSE THAN A HANGOVER.

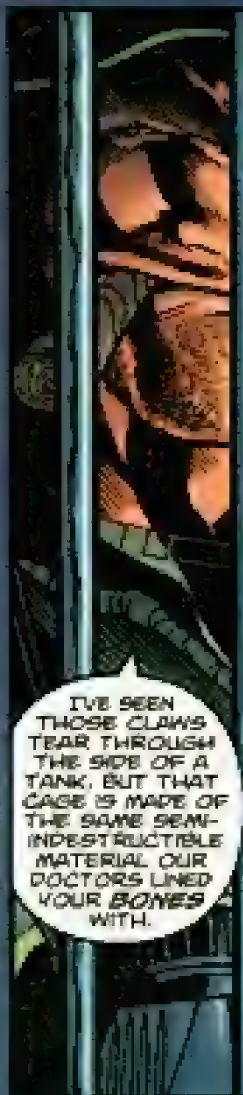
WRAITH?

THAT'S RIGHT,  
SOLDIER.

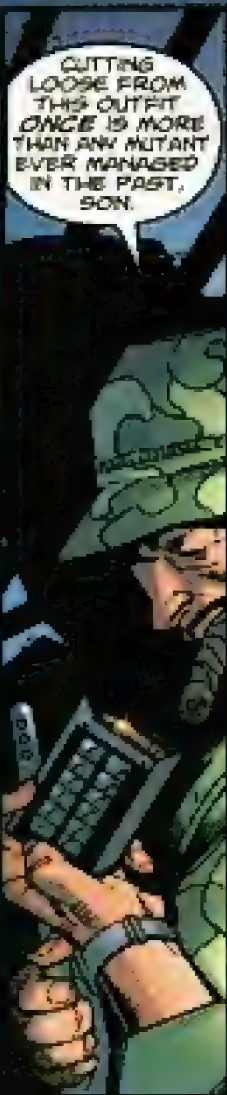
WELCOME  
BACK TO  
WEAPON X.

STUART WRAITH





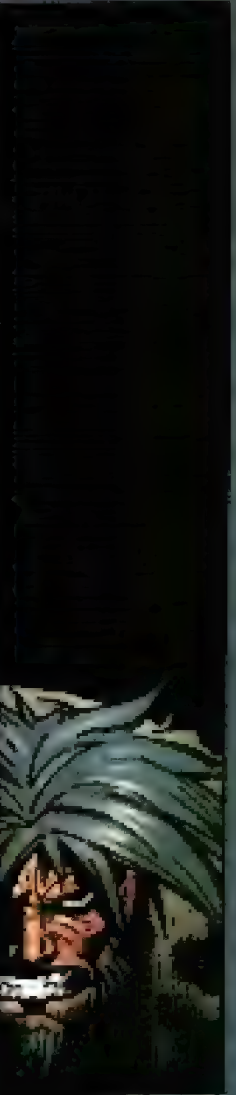
I'VE SEEN THOSE CLAWS TEAR THROUGH THE SIDE OF A TANK. BUT THAT CAGE IS MADE OF THE SAME SEMI-INDESTRUCTIBLE MATERIAL OUR DOCTORS LINED YOUR BONES WITH.



CUTTING LOOSE FROM THIS OUTFIT ONCE IS MORE THAN ANY MUTANT EVER MANAGED IN THE PAST, SON.



NOBODY GETS THAT LUCKY TWICE IN A LIFETIME.





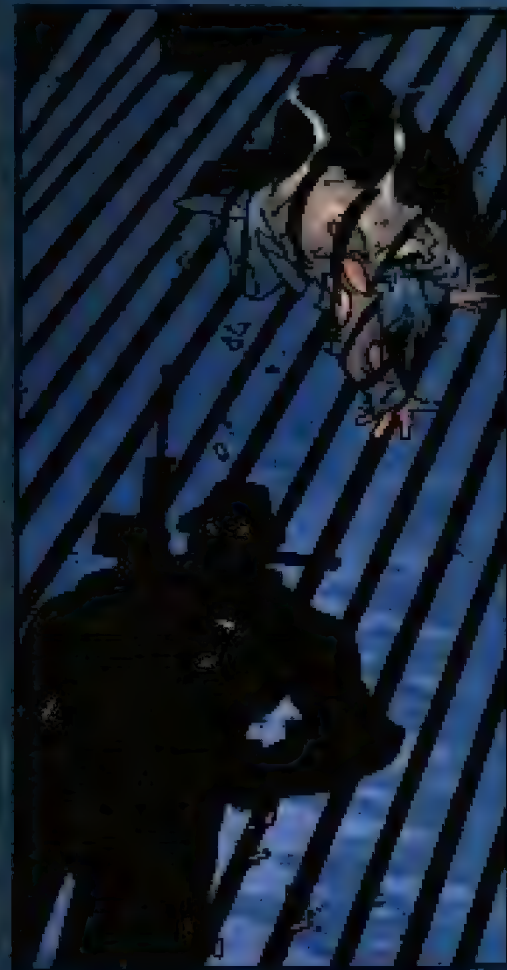


POP!  
POP!  
POP!  
POP!

SIR, WHAT  
ARE YOU  
DOING?

THE SAME  
THINGS WE USED  
TO DO EVERY NIGHT  
WHEN THERE WAS  
NOTHING GOOD  
ON T.V.

REMEMBER  
THE LAUGHS WE USED  
TO HAVE WITH THAT  
HEALING FACTOR OF  
YOURS, WOLVERINE?



YOU COULD SHOOT HIM, STAB  
HIM, CRACK HIS HEAD OPEN WITH  
AN IRON BAR — HIS MUTANT  
HEALING ABILITY MEANT THAT  
HE COULD ALWAYS JUST  
PIECE HIMSELF BACK  
TOGETHER AGAIN.

HELL, BIG JIM  
GRANT EVEN DROUGHT  
HIM IN GASOLINE AND  
SET HIM ALIGHT ONE  
TIME, AND HE WAS STILL  
UP FOR WEAPON X'S  
NICARAGUA OPERATION  
TWO DAYS LATER.

SHAME THE  
SAME COULDN'T BE  
SAID FOR THAT LITTLE  
SHOT HE HAD TO  
SCOOP UP IN THOSE  
PLASTIC BAGS AT  
THE AIRPORT.



YOU  
DIRTY  
SON OF  
A--

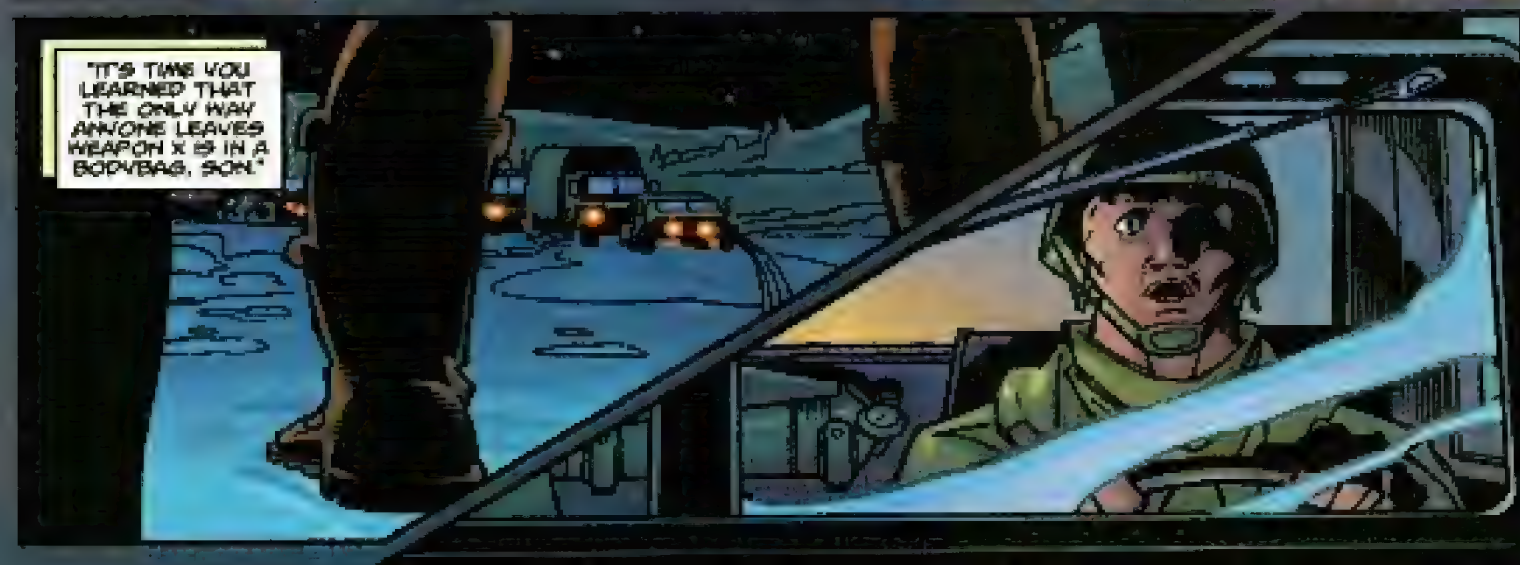


WATCH  
YOUR MOUTH,  
MUTIE.

POP!









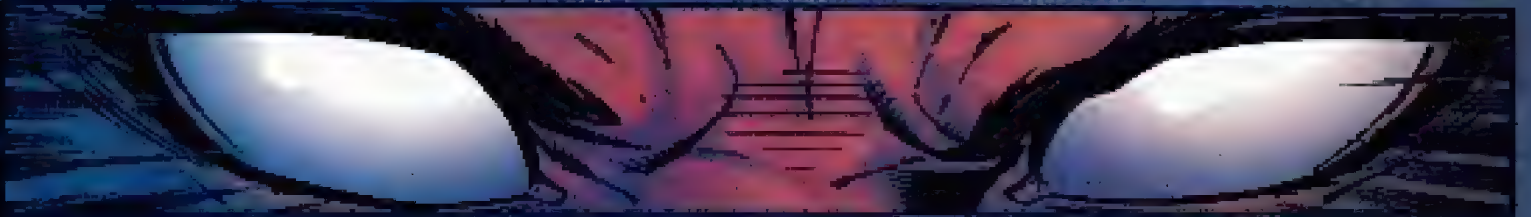
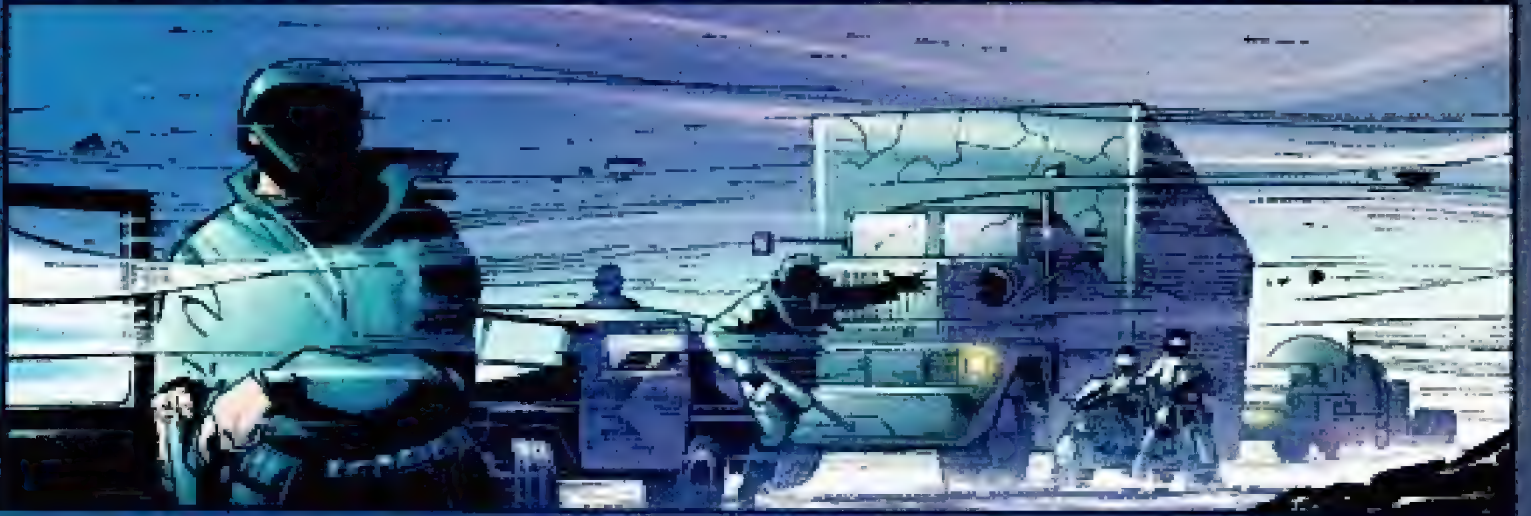


BLOW  
THEM AWAY,  
STORM.













BEAST AND COLOSSUS, SET WOLVERINE OUT OF THE TRUCK.

EVERYONE ELSE, KEEP THESE SCUMBAGS OCCUPIED AND DON'T FORGET FOR A SECOND THAT THEY'RE ALL QUALIFIED P.U.D. IN ANTI-MUTANT MANEUVERS.



I HATE THE WAY CYCLOPS KEEPS ORDERING EVERYONE AROUND LIKE HE'S IN CHARGE.

DID YOU KNOW HE'S A YEAR YOUNGER THAN US?



GRAB THE COMMANDING OFFICER, YOU MORONS!

HE'S THE ONLY ONE WHO KNOWS THE TEN-DIGIT CODE TO GET ME OUTTA THIS CELL!

TAKE IT EASY, WOLVERINE BENDING STEEL BARS FOR TOURISTS IS HOW I USED TO MAKE POCKET MONEY.

SHAME THESE AIN'T STEEL BARS, DOG-BREATH.




COLONEL! WHAT ABOUT THE MEN --?



COLONEL?!





HURRY UP WITH THAT LOCK, TUBBY. I'M LOSING THE SCENT OF THAT CHEAP COLOSNE WRATH'S MISTRESS BUYS HIM FOR CHRISTMAS.

YOU KNOW, CONSIDERING WE'RE THE ONES BREAKING YOU OUT OF THIS PLACE, I REALLY DON'T APPRECIATE THESE COMMENTS ABOUT MY WEIGHT, WOLVERINE.

WELL, DON'T EAT SO MUCH, BUTTERBALL.

HEY!

BAD NEWS, CYCLOPS. I'VE JUST HAD A MESSAGE FROM BEAST ASKING ME TO BREAK IT TO YOU GENTLY THAT THEY'VE JUST LOST WOLVERINE.

WHAT?!

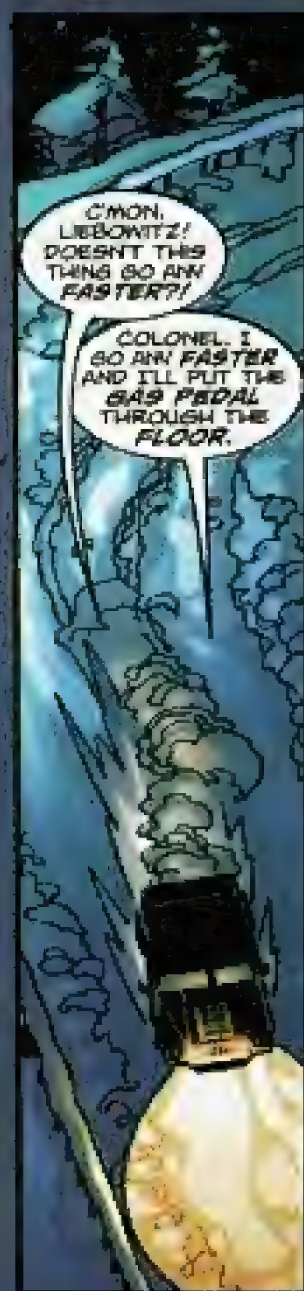




WOW,  
NICE  
BIKE.

DON'T JUST  
STAND THERE  
CATCHING  
FLIES IN YOUR  
MOUTHS!

GET  
AFTER  
HIM!



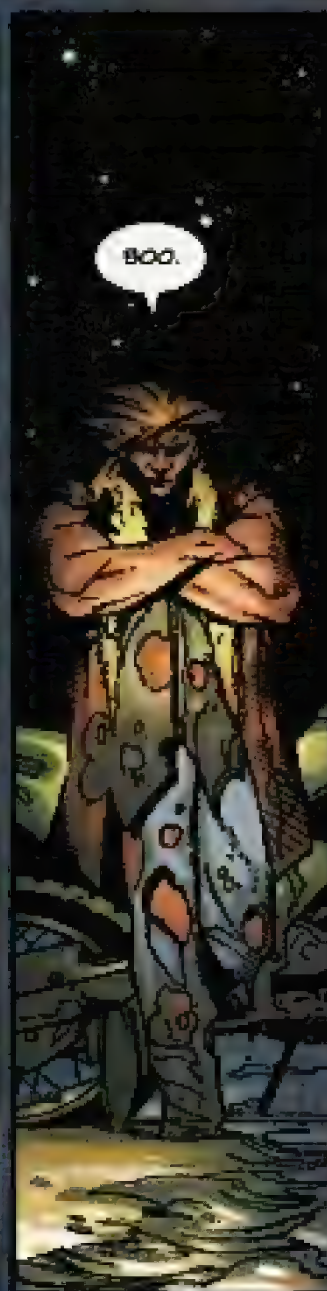
C'MON,  
LIBBOWITZ!  
DOESNT THIS  
THING GO ANY  
FASTER?!!

COLONEL, I  
GO ANY FASTER  
AND I'LL PUT THE  
GAS PEDAL  
THROUGH THE  
FLOOR.

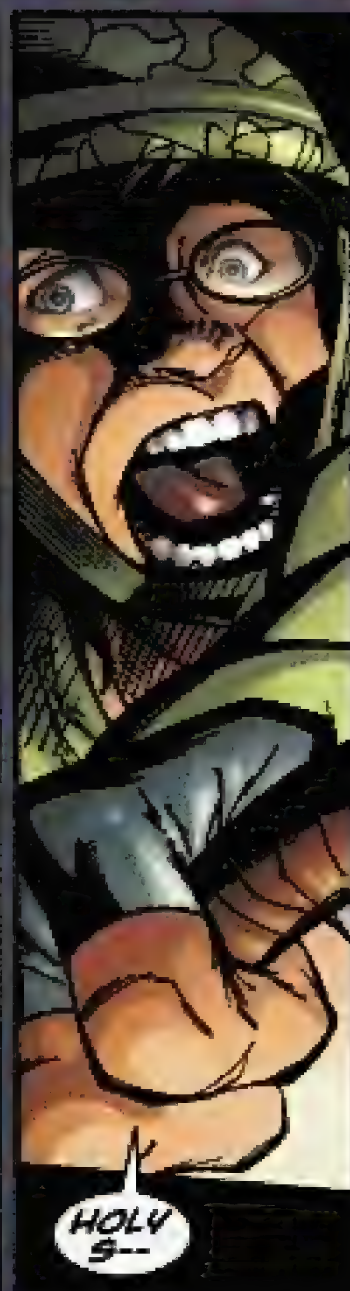


ALL I ASK  
IS THAT EXTRA  
TEN PERCENT,  
SOLDIER.

WAIT --  
THERE'S  
SOMETHING UP  
AHEAD ON THE  
ROAD!



BOO.



HOLY  
S--





LIEBOWITZ?!  
HOLY  
MOTHER OF  
GOD --! YOU  
JUST BROKE  
HIS FREAKIN'  
NECK!

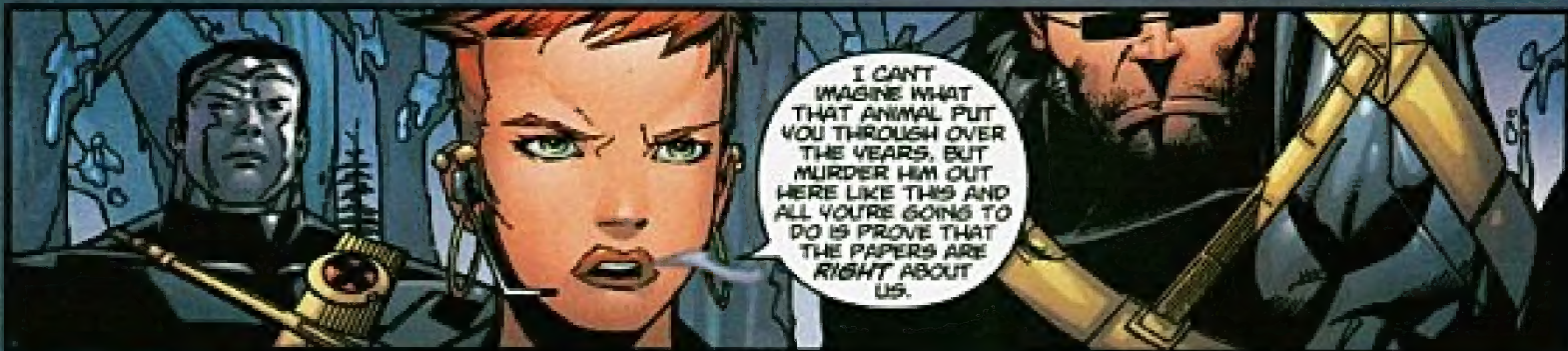


LUCKY  
LIEBOWITZ.





WOLVERINE  
**NO!**  
DON'T  
KILL HIM!



I CAN'T  
IMAGINE WHAT  
THAT ANIMAL PUT  
YOU THROUGH OVER  
THE YEARS, BUT  
MURDER HIM OUT  
HERE LIKE THIS AND  
ALL YOU'RE GOING TO  
DO IS PROVE THAT  
THE PAPERS ARE  
RIGHT ABOUT  
US.



BABE,  
DO I LOOK  
LIKE THE KIND  
OF GUY WHO LIES  
AWAKE AT NIGHT  
WORRYING ABOUT  
THE PUBLIC'S  
PERCEPTION OF  
MUTANTS?



YOU'VE  
HAD A HARD  
ENOUGH DAY,  
BIG MAN.  
DON'T  
MAKE ME  
HURT  
YOU.



AND HOW DO YOU  
PROPOSE TO DO THAT,  
GORGEOUS?  
HIT ME WITH  
A HIGH-HEEL?  
SMACK ME IN  
THE FACE WITH  
YOUR BEARDIE  
PURSE?







HE'S IN, BUT WE WERE BLOODY LUCKY THIS TIME, MAGNETO.

I MEAN, WHAT WERE THE CHANCES OF THOSE WEAPON X TOSSERS CRAWLING OUT OF THE WOODWORK LIKE THAT?

AND WHO THE HELL GAVE THEM DETAILS OF WHEN OUR NEW YORK CONNECTION WAS MEETING WOLVERINE AT JFK?

OH, WHO DO YOU THINK, TOAD? IT WAS ME, YOU IDIOT.

WHAT?

THE SHADOW-WORLD'S MOST HIGHLY-TRAINED ASSASSIN RINGS HIS DOORBELL AND CHARLES XAVIER ISN'T SUPPOSED TO BE SUSPICIOUS?

CREDIT HIM WITH SOME INTELLIGENCE, PLEASE.

A LITTLE SLEIGHT OF HAND, AND OUR DEAR CHARLES ACTUALLY SOUGHT OUT THE MAN I SENT TO KILL HIM --

-- LEAVING US THE CHANCE TO CONCENTRATE ON MORE PRESSING MATTERS.

TO BE CONTINUED